

RECORDATION NO. 25920 FILED

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OCT 20 '05 3:38 PM  
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

October 20, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of September 19, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: U.S. Bancorp Equipment Finance, Inc.  
13010 S.W. 68th Parkway  
Portland, Oregon 97223

Lessee: The David J. Joseph Company  
300 Pike Street  
Cincinnati, Ohio 45202

Mr. Vernon A. Williams  
October 20, 2005  
Page 2

A description of the railroad equipment covered by the enclosed document is:

355 gondola cars within the following series as more particularly set forth in the equipment schedule attached to the document:

DJJX 9500 – DJJX 9513 (inclusive)  
DJJX 9701 – DJJX 9804  
DJJX 009902 – DJJX 009951  
DJJX 19000 – DJJX 19195  
DJJX 065000 – DJJX 065061 (inclusive)  
JTIX 9000 – JTIX 9027 (inclusive)  
JTIX 9050  
JTIX 100217 – JTIX 100251

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 25920 FILED

## MEMORANDUM OF LEASE AGREEMENT

OCT 20 '05 3-38 PM

Equipment Finance, Inc.

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement is made and entered into on September 19, 2005, and Revised as of October 11, 2005, by and between U.S. Bancorp Equipment Finance, Inc. "Lessor", and, The David J. Joseph Company, "Lessee".

The undersigned have entered into that certain Master Lease Agreement dated September 19, 2005, and Revised as of October 11, 2005,, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain property as listed on Exhibit "A" attached hereto, subject to the terms defined in the Schedule (Number -001-0018013-001), dated September 19, 2005, and Revised as of October 11, 2005.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed as of the date and year first above written.

Lessor:  
U.S. Bancorp Equipment Finance, Inc.

Lessee:  
The David J. Joseph Company

BY: Carol A. Taunt  
An Authorized Officer ATP

BY: Jere R. McIntyre  
Jere R. McIntyre  
Vice President - Finance & Treasurer

Executed on this 19 day of Oct, 20 05.

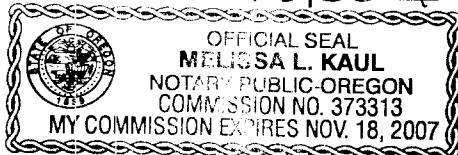
Executed on this 18th day of October, 20 05.

STATE OF Oregon )  
County of Washington )SS.

On Oct. 19, 2005 Carol A. Taunt personally appeared before me, MELISSA L. KAUL, who being duly sworn, stated that he/she is the Vice President of U.S. Bancorp Equipment Finance, Inc., acknowledged the foregoing instrument as voluntary act and deed of the Company by virtue of authority from its Board of Directors.

Before me:

Melissa L. Kaul  
Notary Public for the State of Oregon  
My Commission Expires: 11/18/2007



6/00

STATE OF Ohio )  
County of Hamilton )SS.

On October 18, 2005 Jere R. McIntyre personally appeared before me, Mary Joann Colebrook, who being duly sworn, stated that he/she is the Vice President - Finance & Treasurer of The David J. Joseph Company, acknowledged the foregoing instrument as voluntary act and deed of the Company by virtue of authority from its Board of Directors.

Before me:

Mary Joann Colebrook  
Notary Public for the State of Ohio  
My Commission Expires: April 25, 2007

MARY JOANN COLEBROOK  
Notary Public, State of Ohio  
My Commission Expires April 25, 2007

**REVISED 10/7/05 EXHIBIT "A"**  
**DESCRIPTION OF UNITS**

Page 1 of 3

**Two Hundred thirty-eight (238) Thrall-built, 52-6", 286,000 lb. Gross capacity, 5-1/2' sided mill gondola railcars bearing reporting marks as listed below:**

Twenty-eight (28) 1999 Thrall-built Units bearing reporting marks:

JTIX 9000-9027, inclusive

Ninety-five (95) 1999 Thrall-built Units bearing reporting marks:

DJJX 9701-9704

DJJX 9707-9715

DJJX 9718-9746

DJJX 9748-9774

DJJX 9776-9782

DJJX 9784-9788

DJJX 9790-9796

DJJX 9799-9804

JTIX 9050

One hundred fifteen (115) 1999 Thrall-built Units bearing reporting marks:

DJJX 19000

DJJX 19002-19020

DJJX 19022-19031

DJJX 19033-19040

DJJX 19042, DJJX 19044

DJJX 19047-19048

DJJX 19050-19052

DJJX 19054-19057

DJJX 19060-19064

DJJX 19067, DJJX 19070

DJJX 19072-19073

DJJX 19075-19078

DJJX 19080-19083

DJJX 19085-19089

DJJX 19092-19098

DJJX 19100-19101

DJJX 19103, DJJX 19106, DJJX 19108, DJJX 19110

DJJX 19113-19115

DJJX 19117-19125

DJJX 19127-19129

DJJX 19171

DJJX 19178-19192

The David J. Joseph Company

By: \_\_\_\_\_

**EXHIBIT "A"**  
**DESCRIPTION OF UNITS**

Page 2 of 3

Ninety-eight (98) 66' gondolas bearing reporting marks:

DJXX 009902  
DJXX 009908  
DJXX 009909  
DJXX 009912  
DJXX 009913  
DJXX 009916  
DJXX 009919  
DJXX 009920  
DJXX 009938  
DJXX 009943  
DJXX 009944  
DJXX 009946  
DJXX 009951

DJXX 065000-065054, inclusive

DJLX 009952 old number DJXX 65061 new number

JTIX 100217  
JTIX 100218  
JTIX 100220  
JTIX 100221  
JTIX 100222  
JTIX 100223  
JTIX 100224  
JTIX 100226  
JTIX 100228  
JTIX 100229  
JTIX 100230  
JTIX 100232  
JTIX 100236  
JTIX 100242  
JTIX 100243  
JTIX 100244  
JTIX 100245  
JTIX 100246  
JTIX 100248  
JTIX 100249  
JTIX 100250  
JTIX 100251

JTLX 100106 old number DJXX 65055 new number

JTLX 100109 old number DJXX 65056 new number

JTLX 100112 old number DJXX 65057 new number

JTLX 100115 old number DJXX 65058 new number

JTLX 100117 old number DJXX 65059 new number

JTLX 100118 old number DJXX 65060 new number

The David J. Joseph Company

By: \_\_\_\_\_

**EXHIBIT "A"**  
**DESCRIPTION OF UNITS**

Page 3 of 3

**Nineteen (19) 52" mill gondola railcars bearing reporting marks:**

DJJX 9500-9513, inclusive  
DJJX 19059  
DJLX 98544 old number DJJX 19196 new number  
JTLX 178 old number DJJX 19193 new number  
JTLX 238 old number DJJX 19194 new number  
JTLX 5805 old number DJJX 19195 new number

The David J. Joseph Company

BY: \_\_\_\_\_